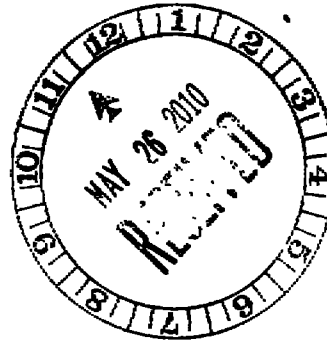


MAY 26 '10 -4 46 PM

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588



SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

May 24, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated May 10, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 26665.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Road, Suite 5000
Rosemont, IL 60018

Lessee: BNSF Railway Company
2650 Lou Menk Drive, 1st Floor
Ft. Worth, TX 76131-2830

A description of the railroad equipment covered by the enclosed document is for one hundred forty eight (148) 4750 cu. ft. covered hopper cars having FURX, NDYX, NOKL, and PRAX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosures

(BNSF174/174A)

MAY 26 '10 -4 46 PM

ASSGN. NO. BNSF174/174A

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

10th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10th day of May, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and BNSF Railway Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 1, 1995, as amended April 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 116 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 2009, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETINGBy: Susan GrakulskyName: SUSAN GRAKULSKYTitle: ASSISTANT DIRECTOR OF DOCUMENTATIONExecuted on this 12th day of May, 2010.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12th day of May, 2010.Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)

LESSEE:

BNSF RAILWAY COMPANY

By: Richard A. Margl

Name: RICHARD A. MARGL

Title: AVP Carload Equipment

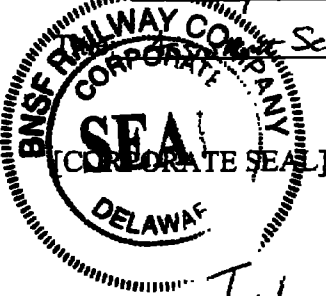
ATTEST:

By: Kerry T. Williams

Name: Kerry T. Williams

Secretary

Executed on this 10th day of May 2010.



STATE OF Texas

COUNTY OF Tarrant

I, Loralee M. Surin, a Notary Public of the County and State aforesaid, certify that RICHARD A. MARGL personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of May, 2010.

Loralee M. Surin
Notary Public

Commission Expires:

11-13-2011
(Notary Public)

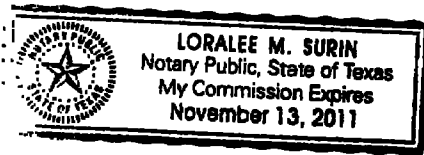


EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred forty-eight (148)

DESCRIPTION OF CARS: 4750 cubic foot capacity covered hopper cars equipped with gravity gates and trough hatches.

CAR NUMBERS:

FURX	818211	FURX	822122	FURX	830210	NOKL	828411
FURX	818214	FURX	822232	FURX	830220	NOKL	828439
FURX	818225	FURX	822826	FURX	830236	NOKL	830628
FURX	818235	FURX	822884	FURX	830246	NOKL	831025
FURX	818510	FURX	822902	FURX	830247	NOKL	832504
FURX	818520	FURX	822948	FURX	830261	NOKL	832509
FURX	818521	FURX	823013	FURX	830354	NOKL	832537
FURX	818523	FURX	823082	FURX	830368	NOKL	832581
FURX	818537	FURX	824266	FURX	830805	NOKL	832582
FURX	818539	FURX	826411	FURX	830927	NOKL	832583
FURX	818541	FURX	826754	FURX	830935	NOKL	832594
FURX	818553	FURX	827606	FURX	830977	NOKL	832595
FURX	818579	FURX	828323	FURX	830989	NOKL	832627
FURX	818583	FURX	828708	FURX	830997	NOKL	832668
FURX	818597	FURX	828861	FURX	831051	NOKL	832689
FURX	818612	FURX	828972	FURX	832003	NOKL	832691
FURX	818647	FURX	829452	FURX	832070	NOKL	832695
FURX	818657	FURX	829546	FURX	832536	PRAX	818213
FURX	818660	FURX	829593	FURX	833741	PRAX	824120
FURX	818662	FURX	829650	NDYX	475013	PRAX	824148
FURX	820855	FURX	829712	NDYX	475204	PRAX	824186
FURX	821099	FURX	829829	NDYX	475270	PRAX	825736
FURX	821100	FURX	830068	NDYX	823957	PRAX	828320
FURX	821488	FURX	830077	NDYX	828557	PRAX	828808
FURX	821511	FURX	830087	NDYX	828867	PRAX	828811
FURX	821582	FURX	830100	NDYX	830624	PRAX	828813
FURX	821586	FURX	830105	NOKL	818807	PRAX	828993
FURX	821677	FURX	830126	NOKL	820512	PRAX	828995
FURX	822068	FURX	830152	NOKL	820544		
FURX	822071	FURX	830159	NOKL	820550		
FURX	822072	FURX	830161	NOKL	820605		
FURX	822076	FURX	830162	NOKL	820630		
FURX	822083	FURX	830164	NOKL	821520		
FURX	822086	FURX	830167	NOKL	823379		
FURX	822105	FURX	830172	NOKL	824324		
FURX	822107	FURX	830179	NOKL	824325		
FURX	822108	FURX	830182	NOKL	824376		
FURX	822111	FURX	830183	NOKL	824384		
FURX	822114	FURX	830184	NOKL	824392		
FURX	822121	FURX	830185	NOKL	824417		